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NEXSEN | PRUET

Burnet R. Maybank, III
Member
Admitted in SC

December 20, 2007

VIA ELECTRONIC FILING
AND REGULAR MAIL

RECEIVED
2007 DEC 21 10:11:47
SC PUBLIC SERVICE
COMMISSION

Public Service Commission of South Carolina
Docketing Department
101 Executive Center Drive, Suite 100
Columbia, South Carolina 29210

**Re: Docket Number _____ – Application for Approval of the Mergers
of CT Long Distance Services, LLC and CTC Exchange Services, Inc.
with Windstream Communications, Inc.**

Dear Ladies and Gentlemen:

Charleston

Charlotte

Columbia

Greensboro

Greenville

Hilton Head

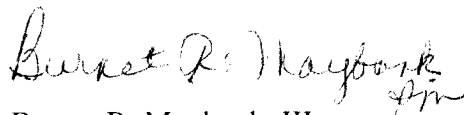
Myrtle Beach

Enclosed please find an original and two copies of Application for Approval of the Mergers of CT Long Distance Services, LLC and CTC Exchange Services, Inc. with Windstream Communications, Inc. (the "Application") in the above-referenced matter.

By copy of this letter, I am serving all parties of record with a copy of the Application.

The enclosed document is an exact duplicate of the e-filed copy submitted to the Commission in accordance with its electronic filing instructions.

Very truly yours,



Burnet R. Maybank, III
Enclosure

cc: Nanette S. Edwards, Esq. (Letter only Via E-Mail)
All Parties of Record

1441 Main Street
Suite 1500 (29201)
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Columbia, SC 29202
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Nexsen Pruet Adams Kleemeier, LLC
Attorneys and Counselors at Law

STATE OF SOUTH CAROLINA

(Caption of Case)

Application for Approval of the Mergers of CT Long
Distance Services, LLC and CTC Exchange Services,
Inc. with Windstream Communications, Inc.

BEFORE THE
PUBLIC SERVICE COMMISSION
OF SOUTH CAROLINA

COVER SHEET

DOCKET

NUMBER: _____ - _____ - _____

(Please type or print)

Submitted by: Burnet R. Maybank IIISC Bar Number: 3699Telephone: 803-771-8900Fax: 803-253-8277Address: Nexsen Pruet, LLC

Other: _____

1441 Main Street, Suite 1500Columbia, SC 29201Email: bmaybank@nexsenpruet.com

NOTE: The cover sheet and information contained herein neither replaces nor supplements the filing and service of pleadings or other papers as required by law. This form is required for use by the Public Service Commission of South Carolina for the purpose of docketing and must be filled out completely.

DOCKETING INFORMATION (Check all that apply)

☐ Emergency Relief demanded in petition☒ Request for item to be placed on Commission's Agenda expeditiously☐ Other: _____

INDUSTRY (Check one)

- ☐ Electric
☐ Electric/Gas
☐ Electric/Telecommunications
☐ Electric/Water
☐ Electric/Water/Telecom.
☐ Electric/Water/Sewer
☐ Gas
☐ Railroad
☐ Sewer
☒ Telecommunications
☐ Transportation
☐ Water
☐ Water/Sewer
☐ Administrative Matter
☐ Other: _____

NATURE OF ACTION (Check all that apply)

- | | | |
|--|--|---|
| <input type="checkbox"/> Affidavit | <input checked="" type="checkbox"/> Letter | <input type="checkbox"/> Request |
| <input type="checkbox"/> Agreement | <input type="checkbox"/> Memorandum | <input type="checkbox"/> Request for Certification |
| <input type="checkbox"/> Answer | <input type="checkbox"/> Motion | <input type="checkbox"/> Request for Investigation |
| <input type="checkbox"/> Appellate Review | <input type="checkbox"/> Objection | <input type="checkbox"/> Resale Agreement |
| <input checked="" type="checkbox"/> Application | <input type="checkbox"/> Petition | <input type="checkbox"/> Resale Amendment |
| <input type="checkbox"/> Brief | <input type="checkbox"/> Petition for Reconsideration | <input type="checkbox"/> Reservation Letter |
| <input type="checkbox"/> Certificate | <input type="checkbox"/> Petition for Rulemaking | <input type="checkbox"/> Response |
| <input type="checkbox"/> Comments | <input type="checkbox"/> Petition for Rule to Show Cause | <input type="checkbox"/> Response to Discovery |
| <input type="checkbox"/> Complaint | <input type="checkbox"/> Petition to Intervene | <input type="checkbox"/> Return to Petition |
| <input type="checkbox"/> Consent Order | <input type="checkbox"/> Petition to Intervene Out of Time | <input type="checkbox"/> Stipulation |
| <input type="checkbox"/> Discovery | <input type="checkbox"/> Prefiled Testimony | <input type="checkbox"/> Subpoena |
| <input type="checkbox"/> Exhibit | <input type="checkbox"/> Promotion | <input type="checkbox"/> Tariff |
| <input type="checkbox"/> Expedited Consideration | <input type="checkbox"/> Proposed Order | <input checked="" type="checkbox"/> Other: <u>Cover Sheet</u> |
| <input type="checkbox"/> Interconnection Agreement | <input type="checkbox"/> Protest | |
| <input type="checkbox"/> Interconnection Amendment | <input type="checkbox"/> Publisher's Affidavit | |
| <input type="checkbox"/> Late-Filed Exhibit | <input type="checkbox"/> Report | |

Print Form

Reset Form

BEFORE THE SOUTH CAROLINA PUBLIC SERVICE COMMISSION

Application for Approval of the Mergers of
CT Long Distance Services, LLC and
CTC Exchange Services, Inc. with
Windstream Communications, Inc.

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Docket No. _____

RECEIVED
2007 DEC 21 AM 11:47
SC PUBLIC SERVICE
COMMISSION

APPLICATION FOR APPROVAL OF MERGERS

CTC Long Distance Services, LLC ("CTC Long Distance") together with its parent company, CTC Exchange Services, Inc. ("CTC Exchange Services"), and Windstream Communications, Inc. (collectively, "Applicants") respectfully submit this Application requesting the approval of the South Carolina Public Service Commission ("Commission") for the mergers of CTC Long Distance and CTC Exchange Services with Windstream Communications, Inc. ("Windstream") and for approval of the resulting approximate 10% change in ownership of Windstream. This Application is consistent with S.C. Code Ann. § 58-9-310 which requires telephone utilities, such as Applicants, to obtain Commission approval of any sale, transfer or merger. Applicants seek approval (i) to merge CTC Exchange Services and CTC Long Distance with Windstream; (ii) of the resulting minimal change in ownership of Windstream; (iii) to transfer the long distance customers from CTC Long Distance to Windstream¹; (iv) for approval to withdraw regulatory certificates for CTC Exchange Services and CTC Long Distance after completion of the mergers.

¹ CTC Exchange Services is certified by the Commission to provide competitive local exchange carrier services. However, CTC Exchange Services currently does not have any local exchange customers in any customers in South Carolina.

Applicants' requests are beneficial to the involved companies and their customers. Approval will not in any way be detrimental to the public interests of South Carolina. After the effective date of the mergers, Windstream will continue providing quality telecommunications services to customers of CTC Long Distance. The mergers are not expected to result in loss of service to any customer, and any future changes in rates or terms of conditions of service will be made consistent with Commission requirements. Customers will notice the change in the name of their service provider, and Windstream will provide notice of the change in service provider consistent with 47 C.F.R. 64.1120(e) ("anti-slamming notice").

I. INTRODUCTION AND PARTIES INVOLVED

1. By way of background, on May 25, 2007, the parent companies of Windstream and CTC Exchange Services signed an Agreement and Plan of Merger providing for the merger by and between the parent companies which merger was completed on August 31, 2007. Upon conclusion of that transaction, CTC Exchange Services and CTC Long Distance became indirect subsidiaries of Windstream Corporation. Windstream already was a wholly-owned subsidiary of Windstream Corporation. (Attached as Exhibit 1 is a chart illustrating the current corporate structure with respect to Applicants before the merger transactions described in this Application.)

2. Following the merger of the parent companies referenced above, CTC Long Distance and CTC Exchange Services propose to merge with Windstream, with Windstream becoming the surviving entity. Additionally, as a result of the mergers of CTC Long Distance and CTC Exchange Services into Windstream, Windstream no longer will be wholly owned by Windstream Corporation and instead will be owned approximately 90% by Windstream Corporation and approximately 10% by CT Communications, Inc. (Attached as Exhibit 2 is a

chart illustrating the final structure with respect to Applicants that results from the proposed mergers of Windstream with CTC Long Distance and CTC Exchange Services.)

3. CT Communications, Inc. currently is a wholly-owned subsidiary of Windstream Corporation and the parent company of CTC Exchange Services (which in turn owns 100% of CTC Long Distance). Following the mergers of CTC Long Distance and CTC Exchange Services into Windstream, CT Communications, Inc. will continue to be wholly owned by Windstream Corporation and will also maintain approximately 10% ownership of Windstream.

4. Currently, CTC Long Distance provides interexchange services in the State of South Carolina to approximately 91 customers. CTC Long Distance is wholly owned by CTC Exchange Services and is certified to provide long distance service in three states. CTC Long Distance's certification was issued under the name Concord Telephone Long Distance Co. Concord Telephone Long Distance Co. changed its name to CTC Long Distance Services, Inc. on October 31, 1996. On July 2001, CTC Long Distance Services, Inc. was merged into CTC Long Distance Services, LLC. Attached collectively as Exhibit 3 are the articles of incorporation reflecting the aforementioned name changes.

5. Currently, CTC Exchange Services is certified to provide competitive local exchange carrier ("CLEC") services in three states. CTC Exchange Services does not provide service to any customers in the State of South Carolina and is a wholly-owned subsidiary of CT Communications, Inc. which in turn is wholly owned by Windstream Corporation.

6. Windstream is a Delaware corporation certified in South Carolina as an interexchange reseller and CLEC provider. Windstream provides resold long distance service in 49 states and operates as a CLEC in five states. To the extent that the proposed merger of CTC Long Distance into Windstream gives rise to any anti-slamming requirements, Windstream

provided notice on December 1, 2007 through December 31, 2007 to existing CTC Long Distance customers consistent with 47 C.F.R. 64.1120(e) ("anti-slamming notice"). A copy of Windstream's anti-slamming notice for CTC Long Distance customers is attached hereto as Exhibit 4.

7. Windstream Corporation is a Delaware corporation and the owner of companies providing local exchange service, interexchange service, broadband service, and video services primarily in rural markets. Windstream Corporation is not seeking authority herein to become a regulated telecommunications carrier or public utility. Following the transactions described herein, Windstream Corporation will continue to own 100% of CT Communications, Inc. and will own approximately 90% of Windstream.

8. Applicants request the Commission approves the mergers of CTC Long Distance and CTC Exchange Services with Windstream. The mergers further the public convenience and necessity and are compliant with applicable law. Windstream will continue to have the requisite managerial, technical and financial capability to provide quality services.

II. REQUIREMENTS FOR APPROVAL OF TRANSFER OF CONTROL

9. S.C. Code Ann. § 58-9-310 provides that no telephone utility may sell, transfer, lease, consolidate or merge its property, powers, franchises or privileges without the approval of the Commission. S.C. Code Ann. § 58-9-280 provides that no telephone utility shall begin construction or operation of any telephone utility plant or system without first obtaining a certificate from the Commission that the public convenience and necessity require or will require such construction or operation. The mergers of CTC Long Distance and CTC Exchange Services with Windstream satisfy all applicable criteria set forth in the statutes. Windstream

maintains today the capability to provide high quality services and will continue to provide such services after the mergers to Windstream's existing customers as well as to current CTC Long Distance customers.

III. MERGER TRANSACTIONS - CONTINUED TECHNICAL, MANAGERIAL, AND FINANCIAL CAPABILITY

10. Following the mergers of Windstream with CTC Long Distance and CTC Exchange Services, customers will continue to receive the same quality services. Windstream will continue to be managed by very capable, experienced executives and employees. The Windstream management team has over 130 years of combined telecommunications industry experience. Moreover, Windstream will have the necessary financial capability as it does today. These factors, with the additional details below, demonstrate that Windstream will continue to possess the technical, managerial, and financial capability necessary to provide high quality service to Windstream's existing 36,131 long distance customers in South Carolina as well as CTC Long Distance's 91 South Carolina long distance customers.

A. Continued Technical Capability

11. Windstream will maintain the same technical capabilities after the mergers with CTC Long Distance and CTC Exchange Services as Windstream possesses today. Any assets owned and used by Windstream in the provision of its service will remain assets of Windstream. Additionally, any assets (including carrier identification codes and customers) owned currently by CTC Long Distance and CTC Exchange Services will transfer to Windstream.

12. Following the mergers, Windstream will continue to own or have contractual rights to use any necessary network assets and ordering, provisioning, billing, and customer care capabilities required to continue to provide high quality services.

B. Continued Managerial Capability

13. Windstream provides interexchange service to approximately 36,131 customers in the State of South Carolina. CTC Long Distance serves approximately 91 interexchange customers in South Carolina. Given that the customer base transferring from CTC Long Distance to Windstream as a result of the merger comprises approximately 0.25% of Windstream's existing customer base, the merger between CTC Long Distance and Windstream is not expected to result in any material change in service for customers with the exception of a change in carrier name and contact information. CTC Long Distance customers may experience some change in the type of long distance calling plans offered between the companies but will continue to receive high quality service.

14. Windstream is certified as a CLEC and maintains active CLEC operations in Arkansas, North Carolina, South Carolina, Kentucky, and Pennsylvania. Additionally, Windstream's incumbent local exchange affiliates provide local exchange services throughout Georgia and fifteen other states (Alabama, Arkansas, Florida, Kentucky, Mississippi, Missouri, Nebraska, New Mexico, New York, North Carolina, Ohio, Oklahoma, Pennsylvania, South Carolina, and Texas).

15. Windstream will continue to employ personnel experienced and dedicated to the provision of high quality communications service, and the mergers will allow increased operational focus and customer attention. The customer interface with Windstream will not change for existing Windstream customers, and current CTC Long Distance customers will be provided with new contact information on their bills to call toll-free to order new services, report service problems, and inquire about billing or other customer care issues. The functions that are critical to the success of Windstream today will persist, and the business will continue to be

staffed to ensure that continuity following the mergers with CTC Long Distance and CTC Exchange Services. Again, given the relatively few number of long distance customers transferring to Windstream from CTC Long Distance, Applicants do not anticipate changes in staffing or managerial needs at this time.

C. Continued Financial Capability

16. Upon the mergers, Windstream will continue to be financially capable of fulfilling its lawful requirements. The assets (including approximately 91 customers and carrier identification code) transferring from CTC Long Distance to Windstream are minimal in comparison to Windstream's existing customer base in South Carolina. Consequently, the mergers are expected to have no material impact to Windstream's existing financial capability.

17. All of the above facts demonstrate that Windstream will maintain the requisite financial capability to fully support its operations subsequent to the mergers with CTC Long Distance and CTC Exchange Services.

IV. THE PUBLIC CONVENIENCE AND NECESSITY

18. The mergers of Windstream with CTC Long Distance and CTC Exchange Services will ensure continuity of service between these affiliates and enable them to respond efficiently and effectively to the needs of their customers. Additionally, as noted above, the mergers are not expected to result in any material change in service to customers.

19. Windstream will ensure that service quality and the customer experience remain high priorities.

V. CERTIFICATES

20. Currently, Windstream is certified by the Commission as follows:

- a. Resale Interexchange Service Provider – Docket No. 2005-399-C, Order No. 2006-186.
- b. Competitive Local Exchange Carrier – Docket No. 2005-399-C, Order No. 2006-186.²

21. Currently, CTC Long Distance is certified by the Commission as follows:

- a. Resale Interexchange Service Provider – Docket No. 1996-266-C.

22. Currently, CTC Exchange Services is certified by the Commission as follows:

- a. Competitive Local Exchange Carrier – Docket No. 1999-391-C.

23. Following the merger with CTC Long Distance described herein, Windstream will become the surviving entity, and Windstream already maintains the certificates set forth above. Consequently, upon completion of the merger, it will be unnecessary for CTC Long Distance to retain the certificates set forth in Paragraph 21 above. Therefore, as part of this Amended Application, Applicants request that CTC Long Distance's resale interexchange certificate be canceled and that Windstream continue operating and providing these services pursuant to its existing certificates in Paragraph 20 above.

24. Following the merger with CTC Exchange Services described herein, Windstream will become the surviving entity and Windstream already maintains a CLEC certificate as described in Paragraph 20. Consequently, upon completion of the merger, it will be unnecessary for CTC Exchange Services to retain the certificates set forth in Paragraph 22 above. Therefore, as part of this Amended Application, Applicants request that CTC Exchange Service's CLEC certificate be canceled and that Windstream continue operating and providing these services pursuant to its existing certificates in Paragraph 21 above.

² Windstream Communications, Inc. received these certificates under the name Alltel Holding Corporate Services, Inc. The name was changed and approved by the Commission in Docket No. 2006-146-C.

VI. EXPEDITED TREATMENT AND WAIVER OF HEARING

25. Applicants respectfully request expedited treatment and consideration of this Amended Application.

26. Applicants waive the necessity of a public hearing on this matter so that the parties may proceed with the transactions as expeditiously as possible upon receipt of all necessary approvals.

WHEREFORE, for the foregoing reasons, Applicants have demonstrated that merging Windstream with CTC Long Distance and CTC Exchange Services is consistent with the public convenience and necessity and, therefore, satisfies S.C. Code Ann. § 58-9-310 and S.C. Code Ann. § 58-9-280. As Windstream will continue to have the requisite technical, managerial, and financial capability to provide quality services, Applicants request that the Commission approve the mergers described herein as expeditiously as possible. Additionally, Applicants request that the Commission grant all other necessary and proper relief including cancellation of CTC Long Distance's resale interexchange service provider certificate, cancellation of CTC Exchange Services' CLEC certificate, and issuance of approval or declaratory relief with respect to the approximate 10% change in ownership of Windstream as set forth herein.

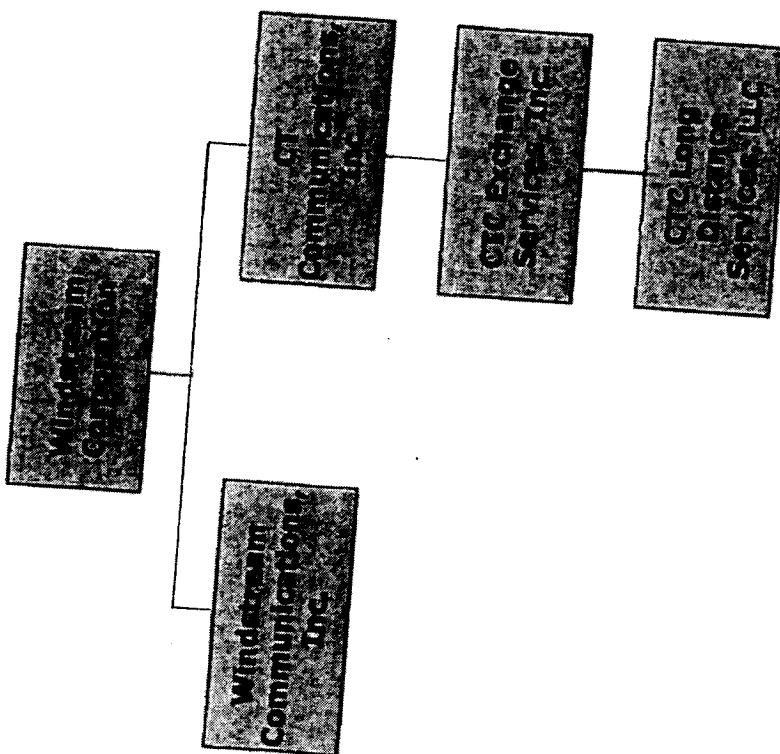
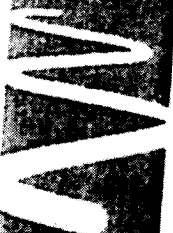
Dated this 18th day of December, 2007.

Respectfully submitted,

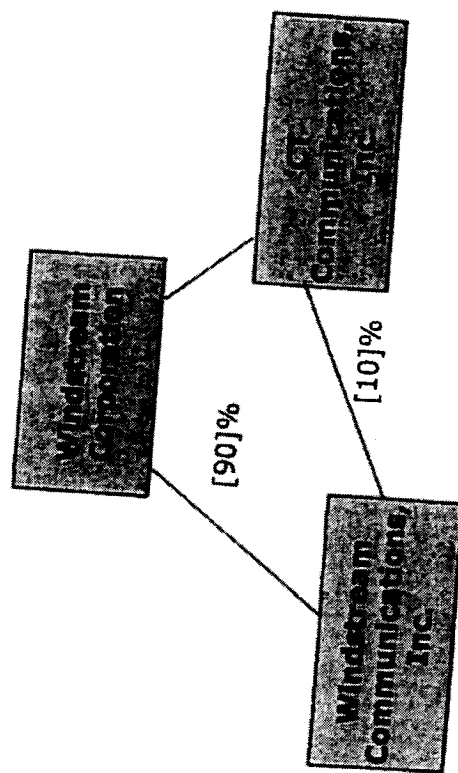
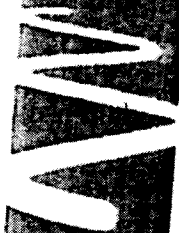
By: Brunet Maybank
Attorneys for Windstream

EXHIBIT 1

CURRENT OWNERSHIP



FINANCIAL STATEMENTS



STATE OF NORTH CAROLINA



Department of The
Secretary of State

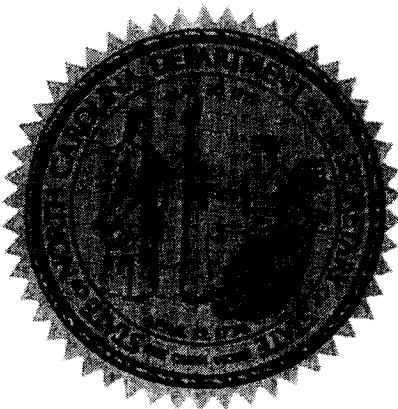
To all whom these presents shall come, Greetings:

I, Rufus L. Edmisten, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF INCORPORATION
OF
CONCORD TELEPHONE LONG DISTANCE CO.

the original of which was filed in this office on the 16th day of January, 1992.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 16th day of January, 1992.



Rufus L. Edmisten

Secretary of State

92 006 5153

ARTICLES OF INCORPORATION
OF

CONCORD TELEPHONE LONG DISTANCE CO.

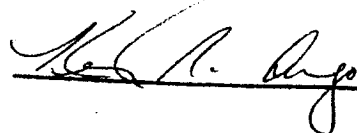
C-0299791
FILED

JAN 16 1992

9:01 AM
RUFUS L. EDMISTEN
SECRETARY OF STATE
NORTH CAROLINA

Pursuant to Section 55-2-02 of the General Statutes of North Carolina, the undersigned does hereby submit these Articles of Incorporation for the purpose of forming a business corporation.

1. The name of the corporation is Concord Telephone Long Distance Co.
2. The number of shares the corporation is authorized to issue is Ten Thousand (10,000). These shares shall be all of one class, designated as common stock.
3. The street address and county of the initial registered office of the corporation is 68 Cabarrus Avenue, East, Concord, Cabarrus County, North Carolina 28025.
4. The mailing address of the initial registered office is P. O. Box 227, Concord, North Carolina 28026-0227.
5. The name of the initial registered agent is Kenneth R. Argo, 68 Cabarrus Avenue, East, Concord, North Carolina 28025.
6. The purposes for which this Corporation is formed are:
 - A. To provide telecommunications services including the sale and resale of toll and long distance services.
 - B. To engage in any lawful act or activity for which corporations may be organized under Chapter 55 of the General Statutes of North Carolina.
7. The name and address of the incorporator is as follows:
Kenneth R. Argo, 68 Cabarrus Avenue, East, Concord, North Carolina 28025.
8. These articles will be effective upon filing.
This the 3rd day of January, 1992.



Signature

Kenneth R. Argo, Incorporator

ARTICLES OF MERGER
OF
CTC LONG DISTANCE SERVICES, INC.
INTO
CTC ACQUISITION COMPANY, LLC

SOSID: 0595148
Date Filed: 6/29/2001 10:48 AM
Effective: 7/1/2001
Elaine F. Marshall
North Carolina Secretary of State

Pursuant to § 55-11-10(d) and § 57C-9A-22 of the General Statutes of North Carolina, CTC Acquisition Company, LLC (the "surviving entity"), a limited liability company organized under the law of North Carolina, whose address is 68 Cabarrus Avenue, East, Concord, North Carolina 28026, hereby submits these Articles of Merger for the purpose of merging CTC Long Distance Services, Inc. (the "merging entity"), a corporation organized the law of North Carolina, into the surviving entity, whose name will change to "CTC Long Distance Services, LLC":

- I. The Plan of Merger that was duly approved in the manner prescribed by law by each of the entities participating in the merger is attached as Exhibit A.
- II. Approval of the shareholders of the merging entity was required for the merger, and the Plan of Merger was duly approved by the shareholders of the merging entity as required by Chapter 55 of the General Statutes of North Carolina.
- III. The merger is permitted by the law of each state governing the organization and internal affairs of the entities participating in the merger.
- IV. Each entity that is a party to the merger has complied or shall comply with the applicable laws of the state governing its incorporation or organization and internal affairs.
- V. The merger will become effective at 12:01 o'clock A.M. on July 1, 2001.

This the 26th day of June, 2001.

CTC Acquisition Company, LLC, whose
name will change to CTC Long Distance
Services, LLC, as a result of the Merger

By: 

Michael R. Coltrane
Manager and President and Chief
Executive Officer of
C T Communications, Inc.,
Sole member

IMPORTANT: UPCOMING CHANGES INVOLVING YOUR LONG-DISTANCE PROVIDER

Dear Valued Customer,

As you are aware, on August 31, 2007, your long-distance service provider (CTC Long Distance Services, L.L.C.) became part of Windstream—your local resource dedicated to keeping you connected, entertained and on the cutting edge. Although you previously received a similar notice, please review the following to note any change in dates and other terms.

On or after January 26, 2008, your long-distance service provider will transfer from CTC Long Distance Services, L.L.C. to Windstream Communications, Inc.

Rest assured, we will continue to provide the high-quality service you have come to expect. You have a choice in long-distance service providers, and we appreciate the opportunity to serve you. There will be no charges associated with this transfer and no change at this time in your current rates, terms and conditions. No action is necessary on your part. However, if you do not wish to be a part of this transfer, please make any changes to your long-distance service prior to January 26, 2008.

Under Federal Communications Commission rules, any restrictions or "freezes" you may have placed on your account to block changes to your preferred long-distance service provider will be removed as part of the transfer process. If you wish to reinstate such restrictions, please contact us.

Customer service is the foundation of our business. Please let us know how we can work with you to meet your needs. If you have any questions or concerns before, during and after the transition of your service to Windstream, do not hesitate to contact us at 1-877-722-2000.

Sincerely,

Windstream Communications, Inc.



WS0943